

# ORDER FOR SUPPLIES OR SERVICES

PAGE OF PAGES

1

8

IMPORTANT: Mark all packages and papers with contract and/or order numbers.

1. DATE OF ORDER 12/14/2011		2. CONTRACT NO. (If any) EP-W-11-011		6. SHIP TO: a. NAME OF CONSIGNEE Cheryl R. Brown	
3. ORDER NO. 0009		4. REQUISITION/REFERENCE NO. PR-OA-11-00399			
5. ISSUING OFFICE (Address correspondence to) HPOD US Environmental Protection Agency Headquarters Procurement Operations Ariel Rios Building 1200 Pennsylvania Avenue, NW Washington DC 20460				b. STREET ADDRESS 1200 Pennsylvania Ave. NW MC 1804A Phone: 202-566-0940 Email: brown.cheryl@epa.gov	
				c. CITY Washington	e. ZIP CODE 20460
7. TO: NA				f. SHIP VIA	
a. NAME OF CONTRACTOR CH2M HILL INC.				8. TYPE OF ORDER	
b. COMPANY NAME				<input type="checkbox"/> a. PURCHASE <input checked="" type="checkbox"/> b. DELIVERY REFERENCE YOUR: _____ Please furnish the following on the terms and conditions specified on both sides of this order and on the attached sheet, if any, including delivery as indicated.	
c. STREET ADDRESS 9191 S JAMAICA STREET				Except for billing instructions on the reverse, this delivery order is subject to instructions contained on this side only of this form and is issued subject to the terms and conditions of the above-numbered contract.	
d. CITY Englewood		e. STATE CO	f. ZIP CODE 80112		
9. ACCOUNTING AND APPROPRIATION DATA See Schedule				10. REQUISITIONING OFFICE Reconstruct Originating Office	

11. BUSINESS CLASSIFICATION (Check appropriate box(es)) <input type="checkbox"/> a. SMALL <input checked="" type="checkbox"/> b. OTHER THAN SMALL <input type="checkbox"/> c. DISADVANTAGED <input type="checkbox"/> d. WOMEN-OWNED <input type="checkbox"/> e. HUBZone <input type="checkbox"/> f. SERVICE-DISABLED VETERAN-OWNED <input type="checkbox"/> g. WOMEN-OWNED SMALL BUSINESS (WOSB) ELIGIBLE UNDER THE WOMEN-OWNED SMALL BUSINESS PROGRAM <input type="checkbox"/> h. ECONOMICALLY DISADVANTAGED WOMEN-OWNED SMALL BUSINESS (EDWOSB)				12. F.O.B. POINT	
13. PLACE OF a. INSPECTION Destination		b. ACCEPTANCE Destination		14. GOVERNMENT B/L NO.	
				15. DELIVER TO F.O.B. POINT ON OR BEFORE (Date) 09/13/2011	
16. DISCOUNT TERMS					

## 17. SCHEDULE (See reverse for Rejections)

ITEM NO. (a)	SUPPLIES OR SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	DUNS Number: (b)(4) TOPO: Adhir Kackar  Continued ...					

SEE BILLING INSTRUCTIONS ON REVERSE	18. SHIPPING POINT		19. GROSS SHIPPING WEIGHT		20. INVOICE NO.		17(h) TOTAL (Cont. pages)
	21. MAIL INVOICE TO:						
	a. NAME RTP Finance Center						\$0.00
	b. STREET ADDRESS (or P.O. Box) US Environmental Protection Agency RTP-Finance Center (D143-02) 109 TW Alexander Drive						
c. CITY Durham		d. STATE NC	e. ZIP CODE 27711				17(i) GRAND TOTAL

22. UNITED STATES OF AMERICA BY (Signature)

23. NAME (Typed)  
Jami Rodgers  
TITLE: CONTRACTING/ORDERING OFFICER

**ORDER FOR SUPPLIES OR SERVICES**  
**SCHEDULE - CONTINUATION**

PAGE NO  
2

IMPORTANT: Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER 12/14/2011	CONTRACT NO. EP-W-11-011	ORDER NO. 0009
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ITEM NO. (a)	SUPPLIES/SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
0001	<p>Admin Office: HPOD US Environmental Protection Agency Headquarters Procurement Operations Ariel Rios Building 1200 Pennsylvania Avenue, NW Washington DC 20460 Period of Performance: 12/14/2011 to 04/30/2012</p> <p>Contractor support for "Supporting Downtown Reinvestment and high Speed Rail in Fresno, CA" in accordance with the attached Statement of Work.</p> <p>Estimated Cost: (b)(4) Fixed Fee: (b)(4)  Funded Cost: (b)(4) Funded Fee: (b)(4)  (b)(4)</p> <p>Accounting Info: 11-12-B-11WC-402MA4B-2505-1111W1C100-0 01 BFY: 11 EFY: 12 Fund: B Budget Org: 11WC Program (PRC): 402MA4B Budget (BOC): 2505 DCN - Line ID: 1111W1C100-001 Funding Flag: Complete Funded: \$75,600.00 Accounting Info: 11-12-B-11WD-402M43B-2505-1111W1C100-0 02 BFY: 11 EFY: 12 Fund: B Budget Org: 11WD Program (PRC): 402M43B Budget (BOC): 2505 DCN - Line ID: 1111W1C100-002 Funding Flag: Complete Funded: \$2,762.00</p> <p>The obligated amount of award: \$78,362.00. The total for this award is</p>					

TOTAL CARRIED FORWARD TO 1ST PAGE (ITEM 17(H))

\$0.00

Statement of Work  
Contract Number: EP-W-11-009/EP-W-11-010/EP-W-11-011  
RFO number: [to be inserted]

I. TITLE: Supporting Downtown Reinvestment and High Speed Rail in Fresno, California.

II. PERIOD OF PERFORMANCE:

From: Date of Award

To: Phase I: Task 1 through part of Task 1, 2, 3 and 4 (date of award through January January 26, 2012)

Phase II: Completion of Task 1, 2, 3 and 4 (January 27, 2012 to March 1, 2012)

III. BACKGROUND:

Fresno, California is one of six communities selected to receive support from the federal government under the Strong Cities, Strong Communities Initiative. This pilot initiative is coordinated by the White House and provides select cities with access to federal resources and support to help them address issues vital to their economic growth and community revitalization. EPA is the lead agency coordinating federal support and technical assistance to Fresno under the Strong Cities, Strong Communities Initiative.

The Fresno region has experienced rapid population growth and economic investment in the past several decades. This growth has been driven by the growth of the region's universities and hospitals, residential and retail development, and the City's function as a government center. However, the pattern of growth has been uneven.

Growth and investment has largely shifted away from the City and downtown and to surrounding communities and newly developed suburban areas. Within the City this has contributed to concentrated poverty, property abandonment and blight. Outside of the City this pattern of growth has resulted in the fragmentation and loss of farmland and contributed to poor air quality within the San Joaquin Valley. Because of these impacts, city and regional leaders seek a growth pattern that can protect the Valley's quality of life and build upon the assets and competitive advantage of Fresno to make it more economically competitive and sustainable in the future.

Downtown revitalization is a central element of Fresno's sustainability and economic development strategy. The city's efforts to encourage reinvestment in downtown have focused on developing a new downtown plan, revising development regulations and streamlining permitting in an effort to support a more vibrant, urban and walkable downtown. These planning and land use efforts are the initial steps of a multi-phase strategy that also emphasizes

business recruitment, retention and expansion; construction and investment; workforce development; and job training.

As part of their downtown strategy, the city is examining the opportunity for new downtown investment that is created by regional economic drivers in the Fresno region, in particular hospitals, universities and related businesses. Almost a quarter of Fresno's economy is driven by these industry sectors and they account for the greatest proportion of total jobs within the city and are expected to grow in the future. Universities and hospitals are currently located throughout the city and region. However, the city feels that there is an opportunity to increase the presence of universities and hospitals sector in downtown Fresno.

Increasing the presence of universities and hospitals downtown could help to catalyze downtown investment and increase office, retail and housing within downtown, support the redevelopment and reuse of underutilized property, help expand transportation and housing options for city residents, and help reduce development pressure on farmland and open space within the region. Additionally, attracting universities and hospitals downtown would signal to other investors and capital that downtown Fresno is an attractive, stable and open for business.

There are also potential benefits for universities and hospitals to locate downtown. An increasing number of universities nationally are developing urban campuses to help in efforts to attract students and faculty. Hospitals may benefit from a downtown location because of greater proximity and improved access to patients and possibly lower operating costs. Hospitals and universities may benefit from co-location within downtown because of overlapping and complementary research goals.

A second component of Fresno's economic development and sustainability strategy is supporting High Speed Rail and transit oriented development around high speed rail. Fresno is one of 24 communities in California that will be the location of a new High Speed Rail Station. The addition of a station is expected to add new jobs to the Fresno economy and create demand for new housing, retail and office development within the region, city and downtown. The HSR station will also help to increase transportation choices within the San Joaquin Valley thereby helping to mitigate the negative air quality impacts that currently affect Fresno and the Valley. Supporting a sustainable high speed rail system in California is a key policy priority of EPA, Fresno, the California High Speed Rail Authority and the HUD-DOT-EPA interagency Partnership for Sustainable Communities

The city will be initiating a station area planning effort around the HSR station in Fall 2011. As a complement to that effort, the city is exploring policy and financing options for the HSR station, and is particularly interested in understanding how other communities have dealt with the issues of financing and managing the construction, operation and maintenance of rail stations.

#### IV. PURPOSE AND OBJECTIVE:

The City of Fresno has asked US EPA for assistance to better understand the opportunities, issues and strategies for increasing the presence of universities and hospitals in downtown; and

to identify best practices for the financing and management of transit stations. EPA is requesting contractor assistance for the City with the following activities:

- Assess opportunities for the location and/or expansion of universities and hospitals in downtown Fresno
- Provide guidance to the City on policy options and strategies for supporting the expansion of universities and hospitals in downtown;
- Articulate the business case for universities and hospitals to locate in downtown both from the city's perspective and the universities and hospitals institutional perspective; and
- Develop case studies of how communities and transit systems have successfully managed and financed the construction and operation of transit stations.

EPA anticipates that these activities will benefit Fresno, support the goals of the Strong Communities, Strong Cities Initiative and help other communities understand the opportunities and option for leveraging universities and hospitals into sustainable community development approaches.

#### V. QUALITY ASSURANCE (QA) REQUIREMENTS

Check [ ] Yes if the following is required or [ X ] NO if the following is not required. The Contractor shall submit with their technical proposal a written Quality Assurance Project Plan for any project that is developing environmental measurements or a Quality Assurance Supplement to the Quality Management Plan for any project which generates environmental data using models.

TOPO's will provide additional information here, if **Yes** is checked above.

#### VI. TASKS AND DELIVERABLES

The TOPO will review all deliverables in draft form and provide revisions and/or comments to the contractor. The contractor shall prepare the final deliverables incorporating the TOPO's comments. Contractor shall provide the TOPO with both electronic and hard copy versions of all deliverables. Deliverables shall be submitted as Microsoft Word documents or in another format that can be easily edited by EPA.

Contractor personnel shall at all times identify themselves as Contractor employees and shall not present themselves as EPA employees. Furthermore, they shall not represent the views of the U.S. Government, EPA, or its employees. In addition, the Contractor shall not engage in inherently governmental activities, including but not limited to actual determination of EPA policy and preparation of documents on EPA letterhead.

**Task 1: Assessment of Opportunities for Universities and Hospitals to locate in Downtown Fresno (II B. Technical Assistance, Page 1-17)**

The Contractor shall assess the potential for universities and hospitals within Fresno to locate and expand in downtown. At minimum, the assessment shall consider: 1) expansion plans of universities and hospitals; 2) market conditions within Fresno and Fresno County; 3) land use, infrastructure, economic development and related policies within Fresno and their impact on the business location decisions of hospitals and universities; and 4) availability of specific sites and locations, in downtown that may be desirable areas for hospitals and university expansion and location. Additional factors may be identified in consultation with EPA during the project kick-off call.

As part of this task, the Contractor shall participate in a two day site visit to Fresno to gather information, tour downtown, meet with representatives from hospitals and universities, and community stakeholders (including elected officials, city staff). The Contractor team shall include two people. Dates for the site visit will be identified in consultation with EPA, the Contractor and the City of Fresno.

The Contractor shall participate in 8- 12 conference calls with EPA and the City over the duration of this task order. The purpose of the first conference call (approximately two hours in length) will be to kick-off the project, clarify and discuss project objectives, select a site visit date, and identify a preliminary list of stakeholders to meet while on site. The kick-off call shall occur within 10 calendar days of the award of the contract. The purpose of the remaining conference calls shall be to provide regular updates to EPA and the city, and prepare for the site visit. These regular calls shall be approximately one hour and shall be scheduled as part of the kick-off call.

The Contractor shall deliver an 8-10 page memo summarizing the results of the assessment to EPA within 21 calendar days of the site visit. EPA will provide comments within 14 calendar days after receipt of the memo. The Contractor shall revise the memo per EPA comments and submit a final version within 14 calendar days of receiving EPA comments. The memo shall be submitted as a MS Word file.

## **Task 2: Implementation Strategy for increasing the presence of Universities and Hospitals in Downtown Fresno (II B. Technical Assistance, Page 1-17)**

The Contractor shall prepare a 5-7 page policy memo that identifies policy options, tools and strategies (including financing strategies) that the City could pursue that support the location of universities and hospitals in downtown Fresno. In identifying policy options the Contractor shall consider how strategies relate to ongoing policy and planning activities, such as downtown planning efforts, station area planning, and revision of the downtown development code; economic development efforts such as the Mayor's Industrial Council, and HSR Station planning.

The Contractor shall submit a draft of the policy memo at least 30 calendar days after the site visit. EPA will provide comments within 14 calendar days after receipt of the memo. The

Contractor shall revise the memo per EPA comments and submit a final version within 14 calendar days of receiving EPA comments. The memo shall be submitted as a MS Word file.

**Task 3: The Business Case for Universities and Hospitals to locate in Downtown Fresno (II B. Technical Assistance, Page 1-17)**

The Contractor shall prepare a 5- 7 page memo that outlines the business case for the location of universities and hospitals in downtown Fresno and the HSR station area. In developing this memo, the contractor shall examine existing literature and research; successful case studies of hospitals and universities that have chosen to expand or locate in urban and/or transit accessible locations; market conditions in Fresno, and expansion plan of universities and hospitals within Fresno.

In articulating the business case, the Contractor shall consider a range of factors or reasons for location in downtown, including but not limited to the impact of proximity to High Speed Rail, opportunities for agglomeration and localization that could result from concentration of universities and hospitals within downtown. The results of this memo will be used by the City to reach out to the universities and hospitals within Fresno.

The Contractor shall submit a draft of the policy memo at least 45 calendar days after the site visit. EPA will provide comments within 14 calendar days after receipt of the memo. The Contractor shall revise the memo per EPA comments and submit a final version within 14 calendar days of receiving EPA comments. The memo shall be submitted as a MS Word file.

**Task 4: Transit Station Case Studies (II A. Research and Policy Analysis, Page 1-9)**

The Contractor shall prepare ten case studies that discuss financing and management approaches to the construction, operation and maintenance of transit stations. Each case study shall address at least one issue (construction, operation, or maintenance) of interest, and collectively all ten case studies should provide a general understanding of the typical financing and management approaches that communities and transit systems use to construct, operate and maintain rail stations. Case studies shall be approximately three pages long. Case studies shall be written in plain English and shall include images or tables illustrating key concepts or case study location. Case studies can include US and international examples.

In developing case studies, the Contractor shall compile a list of 16 potential case studies. At least half of the potential case studies shall be of high speed rail stations. Short two to three sentence descriptions of each of the potential case studies shall be included on the list. The description should discuss the merits of the example as a potential case study and the key issues that would be addressed if the example was chosen to be written as a full case study. The list of potential case studies shall be delivered to EPA within 14 calendar days of the kick off call.

The Contractor, in consultation with EPA, shall chose ten case studies from the list of 16 potential case studies. The Contractor shall draft case studies of each of the ten examples that are chosen. The Contractor shall deliver drafts of each of the ten case studies within 45 calendar days of their selection. Each case study shall be 3 pages long. EPA will provide comment and the Contractor shall submit a revised final draft within 21 calendar days of receiving EPA comments. Final drafts shall be submitted as MS word files.

**SCHEDULE FOR DELIVERABLES:**

The contractor shall provide the following specific deliverables to the EPA TOPO:

	DELIVERABLE	FORM AND QUANTITY	SCHEDULE
Task 1:	Participation in Kick-off Call	1 call (estimated 2 hours)	<ul style="list-style-type: none"> <li>• Within 10 days of the contract award.</li> </ul>
Task 1, 2, and 3	Participation in Regular Conference Calls	8-12 calls (estimated 1 hour);	<ul style="list-style-type: none"> <li>• TBD , schedule determined during kick-off call</li> </ul>
Task 1:	Participation in Site Visit	1 visit, 2 days in length	TBD (November likely)
Task 1:	Assessment Memo	1 memo, 8-10 pages, MS Word	<ul style="list-style-type: none"> <li>• First draft of assessment memo within 21 calendar days of site visit;</li> <li>• Final memo, within 14 calendar days of receipt of EPA comments on initial draft.</li> </ul>
Task 2:	Implementation Memo	1 memo, 5-7 pages, MS Word	<ul style="list-style-type: none"> <li>• First draft of implementation memo within 30 calendar days of site visit;</li> <li>• Final memo, within 14 calendar days of receipt of EPA comments</li> </ul>
Task 3:	Business Case Memo	1 memo, 5-7 pages, MS Word	<ul style="list-style-type: none"> <li>• First draft of business case memo within 45 calendar days of site visit;</li> </ul>



			<ul style="list-style-type: none"> <li>• Final memo, within 14 calendar days of receipt of EPA comments</li> </ul>
Task 4	Transit Station Case Studies	10 case studies, each case study 3 pages long, MS Word	<ul style="list-style-type: none"> <li>• List of potential case studies within 14 calendar days of kickoff call;</li> <li>• First draft of ten selected case studies within 45 calendar days of selection;</li> <li>• Final drafts of case studies within 21 calendar days of receipt of EPA comments.</li> </ul>

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>			1. CONTRACT ID CODE		PAGE OF PAGES 1 1	
2. AMENDMENT/MODIFICATION NO. 001		3. EFFECTIVE DATE 01/04/2012		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)
6. ISSUED BY HPOD US Environmental Protection Agency Headquarters Procurement Operations Ariel Rios Building 1200 Pennsylvania Avenue, NW Washington DC 20460		CODE HPOD		7. ADMINISTERED BY (If other than Item 6) HPOD US Environmental Protection Agency Headquarters Procurement Operations Ariel Rios Building 1200 Pennsylvania Avenue, NW Washington DC 20460		CODE HPOD
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)  CH2M HILL INC. Attn: NA 9191 S JAMAICA STREET Englewood CO 80112				(x) 9A. AMENDMENT OF SOLICITATION NO.		
				9B. DATED (SEE ITEM 11)		
				x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0009		
				10B. DATED (SEE ITEM 13) 12/14/2011		
CODE	(b)(4)	FACILITY CODE				

**11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS**

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended, ☐ is not extended.  
 Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning \_\_\_\_\_ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

**12. ACCOUNTING AND APPROPRIATION DATA (If required)**

See Schedule

**13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
X	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
	D. OTHER (Specify type of modification and authority)

**E. IMPORTANT:** Contractor ☒ is not, ☐ is required to sign this document and return \_\_\_\_\_ 0 \_\_\_\_\_ copies to the issuing office.

**14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)**

DUNS Number: (b)(4)

TOPO: Abby Hall

The purpose of this administrative modification to Task Order #0009 under Contract EP-W-11-011 is to assign Abby Hall as Task Order Contracting Officer's Representative (COR).

**Contact Information:**

Telephone: (202) 566-2086

E-mail: hall.abby@epa.gov

Period of Performance: 12/14/2011 to 04/30/2012

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jami Rodgers	
15B. CONTRACTOR/OFFEROR  _____ (Signature of person authorized to sign)	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA  _____ (Signature of Contracting Officer)	16C. DATE SIGNED 01/04/2012

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>				1. CONTRACT ID CODE		PAGE OF PAGES	
				1		2	
2. AMENDMENT/MODIFICATION NO.		3. EFFECTIVE DATE		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)	
002		02/02/2012		PR-OA-12-00063			
6. ISSUED BY		CODE		7. ADMINISTERED BY (If other than Item 6)		CODE	
HPOD		HPOD		HPOD		HPOD	
HPOD US Environmental Protection Agency Headquarters Procurement Operations Ariel Rios Building 1200 Pennsylvania Avenue, NW Washington DC 20460 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)				HPOD US Environmental Protection Agency Headquarters Procurement Operations Ariel Rios Building 1200 Pennsylvania Avenue, NW Washington DC 20460			
CH2M HILL INC. Attn: NA 9191 S JAMAICA STREET Englewood CO 80112				(x) 9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
				x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0009			
				10B. DATED (SEE ITEM 13) 12/14/2011			
CODE		(b)(4)		FACILITY CODE			

**11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS**

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended, ☐ is not extended.  
 Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning \_\_\_\_\_ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)	Net Increase:	\$2,906.02
See Schedule		

**13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
X	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
	D. OTHER (Specify type of modification and authority)

**E. IMPORTANT:** Contractor ☒ is not, ☐ is required to sign this document and return \_\_\_\_\_ 0 \_\_\_\_\_ copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

DUNS Number: (b)(4)

TOPO: Abby Hall

LIST OF CHANGES:

Reason for Modification: Funding Only Action

Obligated Amount for this Modification: \$2,906.02

New Total Obligated Amount for this Award: \$81,268.02

CHANGES FOR LINE ITEM NUMBER: 1

Obligated Amount for this modification: \$2,906.02

CHANGES FOR ACCOUNTING CODE:

Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)	
		Jami Rodgers	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
_____ (Signature of person authorized to sign)		_____ (Signature of Contracting Officer)	

## CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED

EP-W-11-011/0009/002

PAGE

OF

2

2

NAME OF OFFEROR OR CONTRACTOR

CH2M HILL INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>11-12-B-11WC-402MA4B-2505-1111W1C100-001 Percent changed from 96.47533 to 93.02552</p> <p>NEW ACCOUNTING CODE ADDED: Account code: 12-13-B-11W-301MA4-2505-1211W21025-001 Beginning Fiscal Year 12 Ending Fiscal Year 13 Fund (Appropriation) B Budget Organization 11W Quantity: 0 Amount: \$2,906.02 Percent: 3.57585 Subject To Funding: N Payment Address: RTP Finance Center US Environmental Protection Agency RTP-Finance Center (D143-02) 109 TW Alexander Drive Durham NC 27711</p> <p>Period of Performance: 12/14/2011 to 04/30/2012</p>				

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE		PAGE OF PAGES 1 1	
2. AMENDMENT/MODIFICATION NO. 003		3. EFFECTIVE DATE 05/07/2012		4. REQUISITION/PURCHASE REQ. NO.	
5. PROJECT NO. (If applicable)		6. ISSUED BY HPOD		7. ADMINISTERED BY (If other than Item 6) HPOD	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) CH2M HILL INC. Attn: NA 9191 S JAMAICA STREET Englewood CO 80112		(x)		9A. AMENDMENT OF SOLICITATION NO.	
				9B. DATED (SEE ITEM 11)	
		x		10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0009	
				10B. DATED (SEE ITEM 13) 12/14/2011	
CODE (b)(4)		FACILITY CODE			

**11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS**

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Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning \_\_\_\_\_ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

**12. ACCOUNTING AND APPROPRIATION DATA (If required)**

See Schedule

**13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) By mutual agreement of parties

**E. IMPORTANT:** Contractor ☐ is not, ☒ is required to sign this document and return 1 copies to the issuing office.

**14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)**

DUNS Number: (b)(4)

TOPO: Abby Hall

This modification extends the Task Order Period of Performance through July 30, 2012 at no additional cost to the Government.

**LIST OF CHANGES:**

Reason for Modification : Other Administrative Action

Period Of Performance End Date changed from 30-APR-12 to 30-JUL-12

Period of Performance: 12/14/2011 to 07/30/2012

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jami Rodgers	
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>			1. CONTRACT ID CODE		PAGE OF PAGES 1 1		
2. AMENDMENT/MODIFICATION NO. 004		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)	
6. ISSUED BY HPOD US Environmental Protection Agency Headquarters Procurement Operations Ariel Rios Building 1200 Pennsylvania Avenue, NW Washington DC 20460		CODE HPOD		7. ADMINISTERED BY (If other than Item 6) HPOD US Environmental Protection Agency Headquarters Procurement Operations Ariel Rios Building 1200 Pennsylvania Avenue, NW Washington DC 20460		CODE HPOD	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)  CH2M HILL INC. Attn: NA 9191 S JAMAICA STREET Englewood CO 80112				(x) 9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
				x 10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0009			
				10B. DATED (SEE ITEM 13) 12/14/2011			
CODE (b)(4)		FACILITY CODE					

**11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS**

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended, ☐ is not extended.  
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning \_\_\_\_\_ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

**12. ACCOUNTING AND APPROPRIATION DATA (If required)**

See Schedule

**13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) Extension of the period of performance under the authroity of FAR 52.243-2 -Changes -Cost-Reimbursement

**E. IMPORTANT:** Contractor ☒ is not, ☐ is required to sign this document and return \_\_\_\_\_ copies to the issuing office.

**14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)**

DUNS Number: (b)(4)

TOPO: Abby Hall

The purpose of this modification is to extend the period of performance from July 30, 2012 to August 31, 2012 at no additional cost to the government.

**LIST OF CHANGES:**

Reason for Modification : Other Administrative Action

Period Of Performance End Date changed from 30-JUL-12 to 31-AUG-12

Period of Performance: 12/14/2011 to 08/31/2012

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jody Gosnell	
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED



<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>				1. CONTRACT ID CODE		PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. 005		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)	
6. ISSUED BY HPOD		CODE		7. ADMINISTERED BY (If other than Item 6)		CODE	
HPOD US Environmental Protection Agency Headquarters Procurement Operations Ariel Rios Building 1200 Pennsylvania Avenue, NW Washington DC 20460							
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) CH2M HILL INC. Attn: NA 9191 S JAMAICA STREET Englewood CO 80112		(x)		9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
		x		10A. MODIFICATION OF CONTRACT/ORDER NO. EP-W-11-011 0009			
				10B. DATED (SEE ITEM 13) 12/14/2011			
CODE (b)(4)		FACILITY CODE					

**11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS**

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended. ☐ is not extended.  
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning \_\_\_\_\_ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

**12. ACCOUNTING AND APPROPRIATION DATA (If required)**

See Schedule

**13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) CPFF shift under the authority of FAR 43.103(b)(1) -- administrative modification

**E. IMPORTANT:** Contractor ☒ is not, ☐ is required to sign this document and return \_\_\_\_\_ 0 copies to the issuing office.

**14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)**

DUNS Number: (b)(4)

TOPO: Abby Hall

The purpose of this modification is to shift funds in the amount of (b)(4) from fee to cost to correct for the contractors Invoice #7 dated 6/15/2012. The total approved CPFF remains the same.

\* See revised CPFF breakdown in the description of Line Item 1 below.

**LIST OF CHANGES:**

CHANGES FOR LINE ITEM NUMBER: 1

Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Kathryn Barton	
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED

## CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED

EP-W-11-011/0009/005

PAGE OF

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NAME OF OFFEROR OR CONTRACTOR

CH2M HILL INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>Description changed to: Contractor support for "Supporting Downtown Reinvestment and high Speed Rail in Fresno, CA" in accordance with the attached Statement of Work.</p> <p>Original: Estimated Cost: (b)(4) Fixed Fee: (b)(4)</p> <p>Revised CPFF to correct for Invoice #7: (shift of \$466.06 from fee to cost)</p> <p>Estimated Cost: (b)(4) Fixed Fee: (b)(4)</p> <p>Delivery: 09/13/2011 Delivery Location Code: HPOD HPOD US Environmental Protection Agency Ariel Rios Building 1200 Pennsylvania Avenue, N. W. Mail Code: 3803R Washington DC 20460 USA</p> <p>Period of Performance: 12/14/2011 to 08/31/2012</p>				



<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>				1. CONTRACT ID CODE		PAGE OF PAGES	
				1		2	
2. AMENDMENT/MODIFICATION NO.		3. EFFECTIVE DATE		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)	
006		See Block 16C					
6. ISSUED BY		CODE		7. ADMINISTERED BY (If other than Item 6)		CODE	
HPOD							
US Environmental Protection Agency							
Headquarters Procurement Operations							
Ariel Rios Building							
1200 Pennsylvania Avenue, NW							
Washington DC 20460							
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)				(x) 9A. AMENDMENT OF SOLICITATION NO.			
CH2M HILL INC.							
Attn: NA				9B. DATED (SEE ITEM 11)			
9191 S JAMAICA STREET							
Englewood CO 80112							
				x 10A. MODIFICATION OF CONTRACT/ORDER NO.			
				EP-W-11-011			
				0009			
				10B. DATED (SEE ITEM 13)			
				12/14/2011			
CODE		(b)(4)		FACILITY CODE			

**11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS**

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended. ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning \_\_\_\_\_ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required) Net Decrease: -\$246.60

See Schedule

**13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) Deobligation of excess funds under the authority of FAR 43.103(a).

**E. IMPORTANT:** Contractor ☒ is not, ☐ is required to sign this document and return \_\_\_\_\_ 0 \_\_\_\_\_ copies to the issuing office.

**14. DESCRIPTION OF AMENDMENT/MODIFICATION** (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

DUNS Number: (b)(4)

TOPO: Abby Hall

The purpose of this modification is to deobligate funds in the amount of \$246.60 from DCN W21025 as can be seen in the breakdown below:

Estimated Cost: (b)(4)

Fixed Fee: (b)(4)

Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)	
		Kathryn Barton	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
(Signature of person authorized to sign)		(Signature of Contracting Officer)	

## CONTINUATION SHEET

REFERENCE NO. OF DOCUMENT BEING CONTINUED

EP-W-11-011/0009/006

PAGE

OF

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NAME OF OFFEROR OR CONTRACTOR

CH2M HILL INC.

ITEM NO. (A)	SUPPLIES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	<p>LIST OF CHANGES:</p> <p>Reason for Modification : Funding Only Action Total Amount for this Modification: -\$246.60 New Total Amount for this Version: \$81,021.42 New Total Amount for this Award: \$81,021.42 Obligated Amount for this Modification: -\$246.60 New Total Obligated Amount for this Award: \$81,021.42</p> <p>CHANGES FOR LINE ITEM NUMBER: 1 Contractor support for "Supporting Downtown Reinvestment and high Speed Rail in Fresno, CA" in accordance with the attached Statement of Work.</p> <p>Original: Estimated Cost: (b)(4) Fixed Fee: (b)(4)</p> <p>Revised CPFF for MOD 6:</p> <p>Estimated Cost: (b)(4) Fixed Fee: (b)(4)</p> <p>Total Amount changed from \$81,268.02 to \$81,021.42 Obligated Amount for this modification: -\$246.60</p> <p>CHANGES FOR ACCOUNTING CODE: 12-13-B-11W-301MA4-2505---1211W21025-001 Amount changed from \$2,906.02 to \$2,659.42 Period of Performance: 12/14/2011 to 08/31/2012</p>				